

US BANK/FCC MAY 18 2011

1105199091811001  
WC 11-96 ✓

DOCKET FILE COPY ORIGINAL

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
306A-0589  
Page No 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) BBG Communications, Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 1658 Gales Boulevard			
(5) STREET ADDRESS LINE NO. 2 Suite B			
(6) CITY San Diego		(7) STATE CA	(8) ZIP CODE 92154
(9) DAYTIME TELEPHONE NUMBER (include area code) 619-661-6661		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0007808546		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Faircall Corporation			
(14) STREET ADDRESS LINE NO. 1 1658 Gales Boulevard			
(15) STREET ADDRESS LINE NO. 2 Suite B			
(16) CITY San Diego		(17) STATE CA	(18) ZIP CODE 92154
(19) DAYTIME TELEPHONE NUMBER (include area code) 619-661-6661		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0016339814		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT			

PAID BY CREDIT CARD

PAID BY CREDIT CARD

May 17, 2011

VIA OVERNIGHT MAIL

Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

RE: Application for Faircall Corporation for Section 214 Authority to Transfer Control of  
Blanket Domestic Authorization

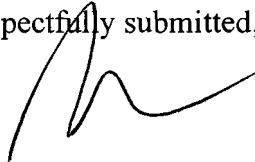
Dear Sir/Madam:

On behalf of Faircall Corporation ("Faircall"), and pursuant to Section 63.03 of the Commission's Rules, enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer control of Faircall's blanket domestic authorization.

Also enclosed please find a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015.00, to the Federal Communications Commission, in satisfaction of the filing fee for this application under line 1.b of Section 1.1105 of the Commission's Rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Barry A. Friedman

jcb 224629.1

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_  
**In the Matter of**

**FAIRCALL CORPORATION**

**Application for Consent to Transfer of  
Control Pursuant to Section 214 of the  
Communications Act of 1934, as Amended**

)  
)  
)  
) **WC Docket No. 10-\_\_\_\_\_**  
)  
) **FRN: 0016-33-9814**  
)  
)  
)

**To: The Chief  
Wireline Competition Bureau**

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL**

By undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.01, 63.03 and 63.04 of the Commission's Rules, 47 C.F.R. §§ 63.01, 63.03-63.04, Faircall Corporation ("Faircall") and its current shareholders (collectively "Transferors"), and its proposed shareholders (collectively "Transferees") (Transferors and Transferees together the "Applicants"), hereby submit this application for Commission consent to the transfer of control of Faircall, from its current shareholder, BBG Communications, Inc., to Transferees ("Application").

Faircall, a Florida corporation, is an existing telecommunications service provider offering resold interstate long-distance service. Faircall is currently a wholly-owned subsidiary of BBG Communications, Inc. ("BBG"). BBG proposes a two-part transaction that will be undertaken simultaneously. In Step One, the shares of Faircall will be transferred, in the form of a dividend, from BBG to the shareholders of BBG, two revocable trusts created for the benefit of the families of Rafael Galicot and Gregorio Galicot (the "Galicots"), both of whom are United

States citizens. In Step Two, the Galicots' revocable trusts will, simultaneously upon receipt of the Faircall stock, transfer the Faircall stock to two California irrevocable trusts that have created for the benefit of the children of these two families.

The Applicants are parties to a transaction pursuant to which Transferees will be transferred all of the outstanding shares of Faircall (the "Transaction"). Grant of the instant Application will serve the public interest by ensuring no interruption of service, no inconvenience to customers, and no diminution in the availability of competitive local services. The Step One and Step Two transactions, which will occur simultaneously, are expected to be transparent to Faircall's customers.

As described below, Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03.

Pursuant to Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, Applicants hereby provide the following information:

**(1) Name, address and telephone number of each applicant:**

Transferors

BBG Communications, Inc.  
Suite B  
1658 Gailes Boulevard  
San Diego, California 92154  
(619) 661-6661

Rafael S. Galicot and Karla O. Galicot Family Trust,  
dated September 15, 2005, Rafael S. Galicot and  
Karla O. Galicot, Trustees  
Suite B  
1658 Gailes Boulevard  
San Diego, California 92154  
(619) 661-6661

Galicot/Nobel Family Trust,  
dated February 11, 2005, Gregorio Galicot and  
Melissa Nobel, Trustees  
Suite B  
1658 Gailes Boulevard  
San Diego, California 92154  
(619) 661-6661

Transferees

CMG 2011 Irrevocable Trust, established under the Declaration of Trust,  
dated March 28, 2011, David Abeles, Trustee  
Suite 300  
12526 High Bluff Drive  
San Diego, California 92130  
(619) 661-6661

RKG 2011 Irrevocable Trust, established under the Declaration of Trust,  
dated March 28, 2011, David Abeles, Trustee  
Suite 300  
12526 High Bluff Drive  
San Diego, California 92130  
(619) 661-6661

**(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:**

The trusts constituting the Transferors and Transferees have been established under the laws of the state of California. BBG Communications, Inc. is a Delaware corporation. Faircall Corporation is a Florida corporation.

**(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed:**

Transferors

BBG Communications, Inc.  
Rafael Galicot, Trustee  
Gregorio Galicot, Trustee  
Suite B  
1658 Gailes Boulevard  
San Diego, California 92154  
(619) 661-6661

Contact Person:

Barry A. Friedman  
Thompson Hine LLP  
Suite 800  
1920 N Street, N.W.  
Washington, D.C. 20036  
(202) 331-8800

Transferees

CMG 2011 Irrevocable Trust, established under the Declaration of Trust,  
dated March 28, 2011

RKG 2011 Irrevocable Trust, established under the Declaration of Trust,  
dated March 28, 1011

David Abeles, Trustee  
Suite 300  
12526 High Bluff Drive  
San Diego, California 92130  
(619) 661-6661

Contact Person:

Barry A. Friedman  
Thompson Hine LLP  
Suite 800  
1920 N Street, N.W.  
Washington, D.C. 20036  
(202) 331-8800

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:**

Transferors

The entity that holds 10 percent or more of the shares of Faircall prior to consummation of the Transaction is as follows:

BBG Communications, Inc. (100% shareholder)  
Suite B  
1658 Gailes Boulevard  
San Diego, California 92154

BBG Communications, Inc. is a corporation organized under the laws of the State of Delaware.

BBG Communications, Inc. is a corporation engaged in the telecommunications services business.

The shareholders of BBG Communications, Inc. are the Rafael S. Galicot and Karla O. Galicot Family Trust, dated September 15, 2005, Rafael S. Galicot and Karla O. Galicot, Trustees (50% shareholder) and the Galicot/Nobel Family Trust, dated February 11, 2005, Gregorio Galicot and Melissa Nobel, Trustees (50% shareholder).

The Trustees are all United States citizens.

#### Transferees

CMG 2011 Irrevocable Trust, established under the Declaration of Trust, dated March 28, 2011, David Abeles, Trustee

RKG 2011 Irrevocable Trust, established under the Declaration of Trust, dated March 28, 2011, David Abeles, Trustee

Suite 300

12526 High Bluff Drive

San Diego, California 92130

Each of the trusts will be 50% shareholders of Faircall following consummation of the transfer of control.

The trusts, trust beneficiaries and the Trustee (David Abeles) are either organized under the laws of the state of California or United States citizens, as the case may be.

- (5) **Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

Pursuant to the provisions of Sections 1.2001 through 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001- 1.2003, the parties to this Application certify that none is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

**(6) Description of the Transaction:**

Pursuant to the Agreement, the shares of Faircall will be transferred from the Transferors to the Transferees. The Transferors are BBG Communications, Inc. and the shareholders of BBG Communications, Inc.<sup>1</sup>, a corporation that engages in competitive telecommunications services as a reseller of domestic and international telecommunications services, in its own capacity and through its subsidiary, the Applicant in this proceeding.

BBG Communications, Inc. now proposes to "spin off" its Faircall subsidiary into a stand-alone entity. The purpose of this Application is to secure FCC consent to do so.

The Transferees will receive all of the capital stock in Faircall, pursuant to the two-step process described above, whereby BBG Communications, Inc. undertakes a dividend that distributes the shares to the shareholders, the two Galicot family revocable trusts, which will then simultaneously transfer the same shares to two irrevocable trusts that have been created for the benefit of the Galicots' families. The documentation for these two transactions contain resolutions and related provisions that are standard for transactions of this type.

Consummation of the Transaction is completely transparent and has had no impact on consumers. Faircall will continue to provide service under its existing name.

**(6) Description of the geographic areas in which the assignor and assignee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:**

Faircall operates, as a reseller of domestic telecommunications services, on a nationwide basis.

**(7) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:**

The Transaction is eligible for presumptive streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), as neither Faircall nor the transferee is dominant with respect to any service. As a result of the Transaction, the Transferees will not have a market share in the interstate, interexchange market of more than 10 percent and the Transferees will provide competitive telephone exchange services in geographic areas served by a dominant local exchange carrier that is not a party to this Transaction. The Transferees are not themselves currently engaged in the provision of domestic or international telecommunications services.

---

<sup>1</sup> BBG Communications, Inc. holds international 214 authority issued to it in File No. ITC-214-19970718-00417.



**(8) Identification of all other Commission applications related to the same transaction:**

Not applicable. However, for informational purposes only, Faircall intends to file an application for initial authority for international Section 214 service pursuant to Part 63 of the Commission's Rules.

**(9) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

No party to the Application is requesting special consideration because of imminent business failure.

**(10) Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

There are no separately filed waiver requests being sought in conjunction with the Transaction.

**(11) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.**

The Transaction will serve the public interest by ensuring no interruption of service, no inconvenience to customers, and no diminution in the availability of competitive local services.

Faircall possesses the technical, financial and managerial capabilities to continue in operation and the transfer of control of Faircall is in the public interest. Accordingly, Applicants respectfully request that the Commission grant the Application as soon as practicable.

Based on the foregoing, the Applicants respectfully request that the Commission grant the Application and consent to the transfer of control of Faircall Corporation to the Transferees.

Respectfully submitted,



---

Barry A. Friedman  
Thompson Hine LLP  
1920 N Street, NW  
Washington, DC 20036  
(202) 331-8800 (Tel)  
(202) 331-8330 (Fax)

*Counsel to Faircall Corporation*

Dated: May 9, 2011

Respectfully submitted on behalf of Transferors :

**BBG COMMUNICATIONS, INC.**

By: \_\_\_\_\_

\_\_\_\_\_  
Rafael S. Galicot, Trustee

\_\_\_\_\_  
Gregorio Galicot, Trustee

Dated: May 9, 2011

Respectfully submitted on behalf of Transferees:

**CMG 2011 Irrevocable Trust, established under the  
Declaration of Trust, dated March 28, 2011**

**RKG 2011 Irrevocable Trust, established under the  
Declaration of Trust, dated March 28, 1011**

By:

A handwritten signature in black ink, appearing to read 'D. Abeles', written over a horizontal line.

David Abeles  
Trustee

Dated: May 9, 2011

Respectfully submitted on behalf of Faircall  
Corporation:

**FAIRCALL CORPORATION**

By: A handwritten signature in black ink, consisting of a large, stylized 'S' or 'Z' shape with a horizontal line extending to the right.

Dated: May 9, 2011